

## Pouhere - Constitution

<p><b><u>Constitution Executive Summary</u></b></p> <p>This summary of the IRANZ (Independent Research Association of New Zealand Inc.) constitution outlines the organisations purpose, values, membership criteria, governance, and committee structure as the key points of difference from other organisations.</p> <p><b><u>Purpose and Objectives</u></b></p> <p>IRANZ’s primary objectives are to promote communication among its members, support and safeguard independent research organisations, and act as a representative voice for these organisations in their interactions with the government. The association aims to foster interest in and support for its member organisations, both from the wider public and government agencies. A key focus is ensuring that members are informed of new developments in government policies that may impact their work. The organisation also cooperates with various bodies and institutions that share similar goals to advance the objectives of IRANZ. A distinct aspect of IRANZ’s governance is the integration of Te Tiriti o Waitangi, which informs its policies and practices. IRANZ is committed to promoting diverse evidence-based knowledge systems, including</p>	<p><b><u>Whakarāpopoto Whakahaere Pouhere</u></b></p> <p>E whakaahua ana tēnei whakarāpopoto pouhere o IRANZ (Independent Rangahau (Research) Association of New Zealand Inc.) i tō te rōpū aronga, i ōna whanonga pono, i tōna paearu whakauru, i tōna mana whakahaere, i te hanga o tōna komiti hei wāhanga rongomaiwhiti i ō ētahi atu rōpū whakahaere.</p> <p><b><u>Aronga me Whāinga</u></b></p> <p>Ko tā IRANZ whāinga matua he whakatairanga whakawhitinga whakaaro i ōna mema, he taunaki me te ārai rōpū rangahau motuhenga, ā, hei māngai hoki mā ēnei rōpū whakahaere i ō rātou pāhekohekotaanga ki te kāwanatanga. Ka whai te kāhui kia rata mai, ka tautokohia hoki te whānuitanga o ngā mema rangapū, mai i te tūmatawhānui me ngā ūmanga kāwanatanga. Ko tētahi ngahunga matua, he whakamōhiohio i ngā mema ki ngā whanaketanga o ngā kaupapa here kāwanatanga ka pā pea ki ā rātou mahi. Ka mahi tahi anō hoki te kāhui ki ngā rangapū huhua me ngā whare e ōrite ana ō rātou whāinga, hei whakawhanake i ngā whāinga ake o IRANZ. Ko te tōpūtanga o Te Tiriti o Waitangi tētahi āhuatanga motuhake o tā IRANZ whakahaere, hei whakaatuatu i āna kaupapa here me āna whakatinanatanga. Kua ū a IRANZ ki te</p>
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scientific research, mātauranga Māori, and technology transfer, in order to develop sustainable solutions. Members are encouraged to incorporate and maintain competence in kaupapa Māori (Māori principles and practices) as part of their operations. IRANZ explicitly states that pecuniary gain is not an objective of the organisation.

### **Culture and Values**

The culture, or tikanga, of IRANZ reflects its vision of a thriving, inclusive science system where independent research organisations are nurtured. The association seeks to safeguard the interests of its members while promoting communication and collaboration among them. It also works to advance the representation of independent research organisations in governmental policy discussions, ensuring members stay informed about relevant developments. The organisation upholds the importance of diverse evidence-based knowledge systems, advocating for the integration of scientific research and mātauranga Māori where appropriate.

The association's commitment to diversity and inclusion is also reflected in its encouragement of sustainable, evidence-based solutions. The constitution emphasizes that these cultural and governance principles will guide IRANZ activities and be incorporated into the organisations interpretation and operations.

### **Membership**

Membership in IRANZ is open to organisations that conduct quality scientific research development, or technology transfer not solely for their

whakatairanga i ngā rangahau pūtaiao huhua, i te mātauranga Māori me te whakawhiti hangarau, hei waihanga whakataunga toitū. E ākina ana ngā mema ki te whakamahi, ki te whakarehe hoki i a rātou anō ki roto i te kaupapa Māori (mātāpono me tikanga Māori), hei wāhanga o ā rātou whakahaere. Ka mārama tonu te whakatau a IRANZ, ehara te pikinga tahua i tētahi o ō rātou whāinga.

### **Ahurea me Whanonga Pono**

E whakaataata ana te ahurea, te tikanga rānei o IRANZ i tōna tūruapō o tētahi pūnaha pūtaiao, e makuru ana, e manaaki ana i rangapū rangahau tāuke. E whai ana te kāhui ki te tiaki i ngā whaipānga o āna mema, nōna e kōkiri ana i te whakakakaurero me te mahi tahi i roto i a rātou. E whai ana hoki ki te whakakanohi i ngā rangapū rangahau tāuke ki roto i ngā matapakinga kaupapa here o te kāwanatanga, kia mōhio ai ngā mema ki ngā whanaketanga hou. E tautoko ana te kāhui i te mana o ngā pūnaha mātauranga huhua i taunakitia, me te hāpai anō i te tōpūtanga o te rangahau pūtaiao me te mātauranga Māori e heipū ana. E whakaataatahia ana hoki te ūnga o te kāhui ki te takitini me te takitahi e tōna akiaaki kia hua mai ai ngā putanga toitū, kua taunakihia. E whakanui ana te pouhere mā ēnei mātāpono tikanga, mā ēnei whakahaere hoki e ārahi tā IRANZ mahi, ā, ka whakaurua ki roto i tā te kāhui whakawhiti me āna whakahaere.

### **Mematanga**

E wātea ana te rārangi mema a IRANZ ki ngā rangapū e kawea ana i ngā ngā

own benefit. Members must also demonstrate independence and maintain connections with industry sectors or end users. Furthermore, member organisations are required to recognise the importance of equity, diversity, and inclusion (EDI) within their operations, or show an understanding of Te Tiriti o Waitangi through relevant policies or training. IRANZ has several categories of membership:

- **Members:** Individuals or organisations that meet the membership criteria.
- **Associate Members:** Individual or organisations with no membership rights, privileges or duties.
- **Life Members:** Individuals honoured for exceptional service to IRANZ, with all membership privileges except the requirement to pay subscriptions.
- **Honorary Members:** Individuals recognised for contributions to IRANZ or related fields, who do not hold membership privileges.

Membership applications are reviewed and accepted at the sole discretion of the IRANZ Committee, and all members must uphold the organisation's interests and avoid actions that could bring it into disrepute.

### Governance and Committee Structure

IRANZ is governed by an Executive Committee consisting of the Chair, the Executive Officer, the Kaitohutohu Māori (Māori Advisor), and at least four other members, including a representative of Māori member organisations. The Kaitohutohu Māori plays a key role in advising and facilitating the organisations equity, diversity, and inclusion (EDI) efforts, particularly in accordance with the Ngā Mahi Ngātahi programme. This officer

rangahau pūtaiao kouna, i ngā whanaketanga me ngā whakawhitinga hangarau ka whai hua ki tangata kē atu i a rātou hoki. Me whakatauiria hoki ngā mema i te tāuketanga me te tūhonohono ki ngā wāhinga ahumahi, ki ngā kiritaki rānei. Waihoki, me aro ngā mema rangapū ki te mana taurite, ki te huhua me te tāpiringa (EDI) ki roto i ā rātou whakahaere, me kite hoki i tā rātou māramatanga ki Te Tiriti o Waitangi mā ngā kaupapa here hāngai, mā ngā whakangūngū hāngai hoki. E toru ngā momo mematanga:

- **Mema:** Takitahi, ā rangapū rānei ka ea i a rātou ngā paeuru mematanga.
- **Mema Piringa:** Takitahi, ā rangapū rānei. He mema, hāunga ngā mōtika, ngā mana, ngā mahi rānei o te mematanga
- **Mema Toitū:** Ngā tangata i whakahōnoretia i runga i ā rātou ratonga inati ki a IRANZ, me ngā whiwhinga mema katoa, hāunga te utu i te ohaurunga.
- **Mema hōnore:** Ngā tangata i whakahōnoretia i runga i ā rātou ratonga inati ki a IRANZ, ki tētahi atu kaupapa tata nei, hāunga ngā mana atu o te mematanga.

Mā te Komiti IRANZ ake e arotake ngā tono, e whakaae hoki, ā, me whakaū ngā mema i ngā panga o te kāhui, me karo anō hoki i ngā pōrarurarutanga kei whakahengi te mana o te kāhui.

### Hoahoa Mana Whakahaere me Kōmiti

E whakahaerehia ana a IRANZ e te Kōmiti Matua, e tōna Tiamana, e tōna Āpiha Matua, e ngā Kaitohutohu Māori, ā, kia tokowhā atu anō ngā mema, kotahi o ērā hei māngai mema kāhui. He wāhi matua tō te Kaitohutohu Māori hei whakamōhiohio, hei whakahaere anō i ngā mana taurite, i ngā mana kanorau me

also convenes Te Ruruku, a group comprising Māori member organisations and other staff responsible for matters relating to Māori interests within IRANZ.

In addition to their governance roles, all committee members are encouraged to undergo training in Kaupapa Māori and Te Tiriti o Waitangi to ensure that the association's governance aligns with its commitment to these principles.

### **Conclusion**

This summary provides an overview of the key points of the IRANZ constitution, focussing on the organisation's objectives, cultural values, membership requirements, and governance structure. For detailed information, including specifics on committee procedures, meetings, subscriptions, and financial arrangements, etc. the full 2024 IRANZ Constitution is available.

te urunga tahitanga (EDI), ina koa ngā kupu ārahi o te hōtaka Ngā Mahi Ngātahi. Ka whakatū anō tēnei āpiha i a Te Ruruku, he kāhui mema Māori me ētahi atu kaimahi i haepapatia ki ngā panga Māori i roto o IRANZ.

Hei tāpiri ki ō rātou tūnga mana whakahere, ka ākina ngā mema Kōmiti ki te uru ki roto i ngā whakangūngū Kaupapa Māori me Te Tiriti o Waitangi kia hāngai ai te mana whakahaere o te kāhui ki tōna ngākau titikaha ki ēnei mātāpono.

### **Whakatepe**

Hei tā te whakarāpopoto nei he whāngai i te tirohanga matawhānui o ngā ihonga matua o tā IRANZ pouhere, i whakawhāiti atu ki ā te kāhui whāinga, ki āna tikanga ahurea, ki āna paearu mematanga me tōna hoahoa mana whakahaere. E wātea ana ngā taipitopito o te Whakahaere Pouhere, hei whakaatu i ngā tautuhi hātepe ā-kōmiti, i ngā hui, i ngā tono me ngā ritenga tahua.

# IRANZ Independent Research Association of New Zealand Incorporated

## 1. Ingoa (Name)

The name of **IRANZ** is Independent Research Association of New Zealand Incorporated.

### a. Charitable status

**IRANZ** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## 2. Tikanga Tōmua (Introductory rules)

### b. Act and Regulations

Nothing in this **Constitution** authorises **IRANZ** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

### c. Registered office

The registered office of **IRANZ** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

### d. Contact person

**IRANZ** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

**IRANZ's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Hui (Meeting)**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or **IRANZ** becoming aware of the change.

#### e. **Definitions**

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Hui (Meeting)**' means a hui (*meeting*) of the **Members** of **IRANZ** held once per year which, among other things, will receive and consider reports on **IRANZ**'s activities and finances.

'**Chair**' means the **Officer** responsible for chairing **General Hui (Meetings)** and committee hui (*meetings*), and who provides leadership for **IRANZ**.

'**Committee**' means **IRANZ**'s governing body.

'**Constitution**' means the rules in this document.

'**Deputy Chair**' means the **Officer** elected or appointed to deputise in the absence of the **Chair**.

'**General Hui (Meeting)**' means either an Annual General Hui (*Meeting*) or a Special General Hui (*Meeting*) of the **Members** of **IRANZ**.

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**Matter**' means—

1. **IRANZ**'s performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by **IRANZ**.

'**Member**' means a person who has consented to become a **Member** of **IRANZ** and has been properly admitted to **IRANZ** who has not ceased to be a **Member** of **IRANZ**.

'**Notice**' to **Members** includes any notice given by email, post, or courier.

'**Officer**' means a natural person who is:

- a member of the **Committee**, or
- occupying a position in **IRANZ** that allows them to exercise significant influence over the management or administration of **IRANZ**, including any Chief Executive or Treasurer.

‘**Register of Members**’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘**Secretary**’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘**Special General Hui (Meeting)**’ means a hui (*meeting*) of the **Members**, other than an **Annual General Hui (Meeting)**, called for a specific purpose or purposes.

‘**Working Days**’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

### 3. Ngā Whaitake (*Purposes*)

The primary purposes of **IRANZ** are to—

1. To promote communication among member organisations and to wider groups on the science and rangahau (*research*) being undertaken by our member organisations.
2. To promote interest in and support for independent rangahau (*research*) organisations, particularly member organisations.
3. To safeguard and protect the interests of independent rangahau (*research*) organisations, particularly member organisations.
4. To provide a voice for Independent Rangahau (*Research*) Organisations with Government and aim to keep members abreast of new developments in Government and its agencies.
5. To act in co-operation with government or any other institution authority board or society association or committee working for the advancement of the objects of the Association
6. To develop a Te Tiriti o Waitangi informed perspective in **IRANZ** governance and operations.
7. To be open-minded about organised systems of knowledge that support evidence-based outcomes and knowledge production and encourage our members to develop sustainable solutions using such knowledge, encompassing interest in, understanding of and support for scientific rangahau (*research*), mātauranga Māori, development, and technology transfer in New Zealand
8. To support members to develop and maintain understanding and competence in relation to kaupapa Māori;
9. Pecuniary gain is not a purpose of the Association
10. To do all other things incidental or conducive to the attainment of the above objects of the Association.

**IRANZ** must not operate for the purpose of, or with the effect of—

1. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
2. having capital that is divided into shares or stock held by its **Members**; or
3. holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of **IRANZ** or otherwise).

But **IRANZ** will not operate for the financial gain of Members simply if **IRANZ**—

1. engages in trade,
2. pays a **Member** for matters that are incidental to the purposes of **IRANZ**, and the **Member** is a not-for-profit entity,
3. distributes funds to a **Member** to further the purposes of **IRANZ**, and the **Member**—
  - a. is a not-for-profit entity, and
  - b. is affiliated or closely related to **IRANZ**, and
  - c. has the same, or substantially the same, purposes as those of **IRANZ**.
4. reimburses a **Member** for reasonable expenses legitimately incurred on behalf of **IRANZ** or while pursuing **IRANZ**'s purposes,
5. provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
6. provides benefits to **Members** or their families to alleviate hardship,
7. provides educational scholarships or grants to **Members** or their families,
8. pays a **Member** a salary or wages or other payments for services to **IRANZ** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of **IRANZ**),
9. provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of **IRANZ**.
10. on removal of **IRANZ** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

#### 4. **Tikanga, kawa, ahurea, mahi rānei (Tikanga, kawa, culture or practice)**

The tikanga or culture of **IRANZ** is as follows—

- To inspire an Aotearoa New Zealand where Independent Research Organisations are nurtured and thrive as part of a wider inclusive science system.

- To safeguard and protect the interests of independent research organisations, particularly member organisations;
- To promote interest in and support for independent research organisations, particularly member organisations;
- To foster communication among member organisations and to wider groups on the science and rangahau (*research*) being undertaken by our member organisations;
- To provide a voice for independent research organisations with government and aim to keep members abreast of new developments in government and its agencies;
- To act in co-operation with government or any other institution authority board or society association or committee working for the advancement of the objects of the association;
- To develop a te Tiriti o Waitangi informed perspective in **IRANZ** governance and operations;
- To promote interest in, understanding of and support for scientific rangahau (*research*), mātauranga Māori, development, and technology transfer in Aotearoa New Zealand;
- To support members to develop and maintain understanding and competence in relation to kaupapa māori;
- To be open-minded about organised systems of knowledge that support evidence-based outcomes and encourage our members to develop sustainable solutions using such knowledge.
- To do all other things incidental or conducive to the attainment of the above objects of the association.

and this **Constitution** shall be interpreted having regard to that tikanga, kawa, culture or practice

## 5. Ngā Mema (Members)

### a. Minimum number of members

**IRANZ** shall maintain the minimum number of **Members** required by the **Act**.

### Member requirements

An organisation is eligible for membership of the Association when it meets the following criteria ("Membership Criteria")

- It carries out quality scientific rangahau (*research*), development or technology transfer that is not solely for the development of its own products and services, as one of its primary functions
- it is independent; and
- it has linkages with industry sectors or end users

- it recognises the value of equity, diversity and inclusion (EDI) within its organisation and/or demonstrates understanding of Te Tiriti through policy or training.

## b. Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Member**  
A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.
- **Associate Member**  
An **Associate Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be an **Associate Member**. An **Associate Member** has no membership rights, privileges or duties.
- **Life Member**  
A **Life Member** is a person honoured for highly valued services to **IRANZ** elected as a **Life Member** by resolution of a **General Hui (Meeting)** passed by a simple majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.
- **Honorary Member**  
An **Honorary Member** is a person honoured for services to **IRANZ** or in an associated field elected as an **Honorary Member** by resolution of a **General Hui (meeting)** passed by a simple majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties.

## c. Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**.

## d. Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

The signed written consent of every **Member** to become a **Society Member** shall be retained in **IRANZ's** membership records.

#### e. **Members' obligations and rights**

Every **Member** shall provide **IRANZ** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise **IRANZ** in writing of any changes to those details.

- All **Members** shall promote the interests and purposes of **IRANZ** and shall do nothing to bring **IRANZ** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Hui (Meetings)**, accessing or using **IRANZ's** premises, facilities, equipment and other property, and participating in **IRANZ** activities) if all subscriptions and any other fees have been paid to **IRANZ** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of **IRANZ** by reason only of being a **Member**.
- Any **Member** that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Hui (Meetings)**.
- The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by **IRANZ**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

#### f. **Subscriptions and fees**

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Hui (Meeting)** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within two calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **IRANZ** activity or to access or use **IRANZ's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within four calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

#### g. **Ceasing to be a member**

A **Member** ceases to be a **Member**—

- by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or

- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Committee** where—
- The **Member** has failed to pay a subscription, levy or other amount due to **IRANZ** within 40 **Working Days** of the due date for payment.
- In the opinion of the **Committee** the **Member** has brought **IRANZ** into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

#### h. Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

- remains liable to pay all subscriptions and other fees to **IRANZ's** next balance date,
- shall cease to hold himself or herself out as a **Member** of **IRANZ**, and
- shall return to **IRANZ** all material provided to **Members** by **IRANZ** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

#### i. Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Hui (meeting)** on the recommendation of the **Committee**.

## 6. Hui Whānui (General Meetings)

### a. Procedures for all general hui (meetings)

The **Committee** shall give all **Members** at least 10 **Working Days'** written **Notice** of any **General Hui (Meeting)** and of the business to be conducted at that **General Hui (Meeting)**.

That **Notice** will be addressed to the **Member** at the contact address notified to **IRANZ** and recorded in **IRANZ's** register of members. The **General Hui (meeting)** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Hui (Meeting)**.

Only financial **Members** may attend, speak and vote at **General Hui (Meetings)**—

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the hui (*meeting*) and received by, or handed to, the **Committee** before the commencement of the **General Hui (Meeting)**, or
- through the authorised representative of a body corporate as notified to the **Committee**, and
- no other proxy voting shall be permitted.

No **General Hui (Meeting)** may be held unless at least 25 percent of eligible financial **Members** attend throughout the hui (*meeting*) and this will constitute a quorum.

If, within half an hour after the time appointed for a hui (*meeting*) a quorum is not present, the hui (*meeting*) – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chair** of **IRANZ**, and if at such adjourned hui (*meeting*) a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Hui (Meeting)** in person or by proxy, and voting at a **General Hui (Meeting)** shall be by voices or by show of hands or, on demand of the Chair or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Hui (meeting)** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

**IRANZ** may pass a written resolution in lieu of a **General Hui (Meeting)**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Hui (Meeting)** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- **General Hui (Meetings)** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Hui (Meetings)** shall be chaired by the **Chair**. If the **Chair** is absent, the hui (*meeting*) shall elect another member of the **Committee** to chair that hui (*meeting*).
- Any person chairing a **General Hui (Meeting)** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Hui (Meeting)** may —
  - With the consent of a simple majority of **Members** present at any **General Hui (Meeting)** adjourn the **General Hui (Meeting)** from time to time and from place to place but no business shall be transacted at any adjourned **General Hui (Meeting)** other than the business left unfinished at the hui (*meeting*) from which the adjournment took place.
  - Direct that any person not entitled to be present at the **General Hui (Meeting)**, or obstructing the business of the **General Hui (Meeting)**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chair be removed from the **General Hui (Meeting)**, and
  - In the absence of a quorum or in the case of emergency, adjourn the **General Hui (Meeting)** or declare it closed.
- The **Committee** may propose motions for **IRANZ** to vote on (**‘Committee Motions’**), which shall be notified to **Members** with the notice of the **General Hui (Meeting)**.
- Any **Member** may request that a motion be voted on (**‘Member’s Motion’**) at a **General Hui (Meeting)**, by giving notice to the **Secretary** or **Committee** at least 5 **Working Days** before that hui (*meeting*). The **Member** may also provide information in support of the motion (**‘Member’s Information’**). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Hui (Meeting)** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Hui (Meeting)**.

#### b. Minutes

**IRANZ** must keep minutes of all **General Hui (Meetings)**.

#### c. Annual General Hui (Meetings): when they will be held

An **Annual General Hui (Meeting)** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Hui (Meetings)** shall apply.

The **Annual General Hui (Meeting)** must be held no later than the earlier of the following—

- 6 months after the balance date of **IRANZ**
- 15 months after the previous annual hui (*meeting*).

**d. Annual General Hui (Meetings): business**

The business of an **Annual General Hui (Meeting)** shall be to—

- confirm the minutes of the last Annual General Hui (*Meeting*) and any Special General Hui (*Meeting*)(s) held since the last Annual General Hui (*Meeting*),
- adopt the annual report on the operations and affairs of **IRANZ**,
- adopt the **Committee's** report on the finances of **IRANZ**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the Hui (*Meeting*), and
- consider any general business.

The **Committee** must, at each **Annual General Hui (Meeting)**, present the following information—

- an annual report on the operation and affairs of **IRANZ** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

**e. Special General Hui (Meetings)**

**Special General Hui (Meetings)** may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Hui (Meeting)** if it receives a written request signed by at least 50 percent of **Members**.

Any resolution or written request must state the business that the **Special General Hui (Meeting)** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Hui (Meetings)** shall apply to a **Special General Hui (Meeting)**, and a **Special General Hui (Meeting)** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the Hui (*Meeting*).

## 7. Kōmiti (Committee)

The association shall have an Executive Committee (“**The Committee**”),

### a. Functions of the committee

From the end of each **Annual General Hui (Meeting)** until the end of the next, **IRANZ** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

### b. Powers of the committee

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of **IRANZ**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

### c. Committee composition

The Executive **Committee** will comprise the following persons:

- i. The **Chair**;
- ii. the **Executive Officer**;
- iii. the **Kaitohutohu Māori**;
- iv. a minimum 4 other members including a representative of the Māori member organisations appointed at the AGM or by the **Committee** ;

**Kaitohutohu Māori** is the **IRANZ** officer who advises and facilitates equity, diversity and inclusivity issues according to the recommendations of Ngā Mahi Ngātahi programme. The **Kaitohutohu Māori** will convene **Te Ruruku – IRANZ Kāhui Māori** Te Ruruku comprising **IRANZ** Māori member organisations and staff form other **IRANZ** members with responsibility for kaupapa Māori

**Committee** members commit to training in kaupapa Māori and Te Tiriti.

### d. Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of **IRANZ**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit **IRANZ** to any financial expenditure without express authority from the **Committee**, and
- a sub-committee must not further delegate any of its powers.

#### e. General matters: committees

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee hui (*meeting*).

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

### 8. Hui Kōmiti (Committee Meetings)

#### a. Procedure

The quorum for **Committee** hui (*meetings*) is at least half the number of members of the **Committee**.

A hui (*meeting*) of the **Committee** may be held either—

1. by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the hui (*meeting*); or
2. by means of audio, or audio and visual, communication) by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the hui (*meeting*).

A resolution of the **Committee** is passed at any hui (*meeting*) of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

The members of the **Committee** shall elect one of their number as Chair of the **Committee**. If at a hui (*meeting*) of the **Committee**, the Chair is not present, the members of the **Committee** present may choose one of their number to be Chair of the hui (*meeting*). The Chair does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

#### b. Frequency

The **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair** or **Secretary**.

The **Executive Officer**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** hui (*meeting*)s, but in cases of urgency a shorter period of notice shall suffice.

## 9. Ngā Āpiha (*Officers*)

### a. Qualifications of officers

Every **Officer** must be a natural person who—

- has consented in writing to be an officer of **IRANZ**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of **IRANZ**.

### b. Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of **IRANZ**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to **IRANZ** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - the nature of **IRANZ**,
  - the nature of the decision, and
  - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of **IRANZ** being carried on in a manner likely to create a substantial risk of serious loss to **IRANZ** or to **IRANZ's** creditors, or cause or allow the activities of **IRANZ** to be carried on in a manner likely to create a substantial risk of serious loss to **IRANZ** or to **IRANZ's** creditors, and
6. must not agree to **IRANZ** incurring an obligation unless he or she believes at that time on reasonable grounds that **IRANZ** will be able to perform the obligation when it is required to do so.

### c. Election or appointment of officers

The election of **Officers** shall be conducted as follows.

1. **Officers** shall be elected during **Annual General Hui (Meetings)**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Hui (Meetings)**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a-consent to appointment Any such appointment must be ratified at the next **Annual General Hui (Meeting)**).
2. A candidate's nomination, accompanied by the consent of the shall be received by **IRANZ** at least 5 Working Days before the date of the **Annual**

**General Hui (Meeting).** Further nominations may be received from the floor at the **Annual General Hui (Meeting).**

3. Votes shall be cast in such a manner as the person chairing the hui (*meeting*) determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
4. The failure for any reason of any financial **Member** to receive such **Notice** of the general hui (*meeting*) shall not invalidate the election.
5. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint an Executive Officer, a Kaitohutohu Māori and other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Hui (Meeting).**
6. Any person so appointed shall have full speaking and voting rights as an **Officer** of **IRANZ.**

#### d. Term

The term of office for all **Officers** elected to the **Committee** shall be 1 year. All Officers may serve for consecutive terms.

#### e. Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by **IRANZ**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the **Committee** and or sub-committee, and
2. in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter.**

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on

a **Matter** may still be counted for the purpose of determining whether there is a quorum at any hui (*meeting*) at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Hui (Meeting)** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

## 10. Kohinga (Records)

### a. Register of Members

**IRANZ** shall keep an up-to-date Register of Members.

### b. Interests Register

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

## 11. Tāhua (Finances)

### a. Control and management

The funds and property of **IRANZ** shall be—

- controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of **IRANZ**.

The **Committee** shall maintain bank accounts in the name of **IRANZ**.

1. All money received on account of **IRANZ** shall be banked within 20 **Working Days** of receipt.
2. All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

The **Committee** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of **IRANZ**, and
2. allow **IRANZ** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or **IRANZ's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of **IRANZ's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of **IRANZ**.

**b. Balance date**

**IRANZ**'s financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being **IRANZ**'s balance date).

**12. Whakatau Taupatupatu (*Dispute Resolution*)**

A dispute is a disagreement or conflict involving **IRANZ** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

- a. 2 or more **Members**
- b. 1 or more **Members** and **IRANZ**
- c. 1 or more **Members** and 1 or more **Officers**
- d. 2 or more **Officers**
- e. 1 or more **Officers** and **IRANZ**
- f. 1 or more **Members** or **Officers** and **IRANZ**.

The disagreement or conflict relates to any of the following allegations—

- a. a **Member** or an **Officer** has engaged in misconduct
- b. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **IRANZ's Constitution** or bylaws or the **Act**
- c. **IRANZ** has breached, or is likely to breach, a duty under the **IRANZ's Constitution** or bylaws or the **Act**
- d. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

- a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with **IRANZ's Constitution**; and
- b. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c. sets out any other information or allegations reasonably required by **IRANZ**.

**IRANZ** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

- a. states that **IRANZ** is starting a procedure for resolving a dispute in accordance with **IRANZ's Constitution**; and
- b. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by **IRANZ's Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to **IRANZ's** activities.

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### 13. Whakamutunga me te unu mai i te rēhita (Liquidation and removal from the register)

#### a. Resolving to put society into liquidation

**IRANZ** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give **20 Working Days** written **Notice** to all **Members** of the proposed resolution to put **IRANZ** into liquidation.

The **Committee** shall also give written Notice to all **Members** of the **General Hui (meeting)** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put **IRANZ** into liquidation must be passed by a **simple** majority of all **Members** present and voting.

#### b. Surplus assets

If **IRANZ** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of **IRANZ**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in The Royal Society Te Apārangi.

However, in any resolution under this rule, **IRANZ** may approve a different distribution to a different not-for-profit entity from that specified above, so long as **IRANZ** complies with this **Constitution** and the **Act** in all other respects.

## 14. Whakahounga o te pouhere (Alterations to the constitution)

### a. Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

**IRANZ** may amend or replace this **Constitution** at a **General Hui (Meeting)** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a hui (*meeting*) but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 25 per cent of eligible **Members** and given in writing to the **Committee** at least 20 **Working Days** before the **General Hui (Meeting)** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 10 **Working Days** before the **General Hui (Meeting)** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Hui (Meeting)** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.



Dr John McDermott IRANZ Chair

Executive Director - Motu Economic and Public Policy Research



Wendy Turvey

National Manager Research - WSP Research and Innovation Centre



Peter Ryan

Board Member- Gillies McIndoe Research Institute